

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2013-01-17** | Period of Report: **2012-02-24**
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ISSUER

ROI Acquisition Corp.

CIK: **1532543** | IRS No.: **453414553** | State of Incorporation: **DE** | Fiscal Year End: **0331**
SIC: **6770** Blank checks

Mailing Address
*9 WEST 57TH STREET
NEW YORK NY 10019*

Business Address
*9 WEST 57TH STREET
NEW YORK NY 10019
(212) 825-0400*

REPORTING OWNER

ROIC Acquisition Holdings LP

CIK: **1566938**
Type: **3** | Act: **34** | File No.: **001-35437** | Film No.: **13534686**

Mailing Address
*9 WEST 57TH STREET
28TH FLOOR
NEW YORK NY 10019*

Business Address
*9 WEST 57TH STREET
28TH FLOOR
NEW YORK NY 10019
212-825-0400*

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <u>ROIC Acquisition Holdings LP</u> _____ (Last) (First) (Middle) <u>9 WEST 57TH STREET</u> _____ (Street) <u>NEW YORK, NY 10019</u> _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/24/2012</u>	3. Issuer Name and Ticker or Trading Symbol <u>ROI Acquisition Corp. [ROIQ]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director <input checked="" type="checkbox"/> 10% Owner _____ Officer (give title below) _____ Other (specify below)	5. If Amendment, Date Original Filed (Month/Day/Year) _____	6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person _____ Form Filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.0001 per share	2,156,250 ⁽¹⁾ ⁽²⁾ ⁽³⁾	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

1. 281,250 of these shares are subject to forfeiture to the extent the underwriters' over allotment option, as described in the Issuer's registration statement on Form S-1 (File No.333-177340), is not exercised in full. In addition, 551,471 shares will be subject to forfeiture as follows: (1) 284,091 shares will be subject to forfeiture in the event the last sales price of the Issuer's common stock does not equal or exceed \$15.00 per share (as adjusted for share splits, share dividends, reorganizations, recapitalizations and the like) for any 20 trading days within at least one 30-trading day period within 5 years following the closing of the Issuer's business combination and (cont'd on footnote 2)...
2. (cont'd) ... (ii) the remaining 267,380 shares will be subject to forfeiture in the event the last sales price of the Issuer's common stock does not equal or exceed \$12.50 per share (as adjusted for share splits, share dividends, reorganizations, recapitalizations and the like) for any 20 trading days within at least one 30-trading day period within 5 years following the closing of the Issuer's business combination.
3. Represents shares of the Issuer's common stock held by ROIC Acquisition Holdings LP, a limited partnership whose general partner is ROIC Acquisition Holdings GP LLC, a limited liability company indirectly wholly owned by George E. Hall.

Signatures

/s/ Laura Rosenblum

** Signature of Reporting Person

01/17/2013

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

The undersigned constitutes and appoints Joel Rubinstein, Harold Davidson and Laura Rosenblum, as the undersigned's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, to sign any and all Securities and Exchange Commission statements of beneficial ownership of securities of ROI Acquisition Corp. (the "Company") on Schedule 13D as required under Section 13 and Forms 3, 4 and 5 as required under Section 16(a) of the Securities Exchange Act of 1934, as amended, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, the Company and any stock exchange on which the Company's stock is listed, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done under said Section 13 and Section 16(a), as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof.

A copy of this power of attorney shall be filed with the Securities and Exchange Commission. The authorization set forth above shall continue in full force and effect until the undersigned revokes such authorization by written instructions to the attorneys-in-fact.

The authority granted hereby shall in no event be deemed to impose or create any duty on behalf of the attorneys-in-fact with respect to the undersigned's obligations to file Schedule 13Ds and Forms 3, 4 and 5 with the Securities and Exchange Commission.

Dated: January 10, 2013

ROIC ACQUISITION HOLDINGS LP

/s/ George E. Hall

Name: George E. Hall

Title: Chief Investment Officer